

RECORDATION NO. 24960-6 FILED

DEC 02 '10 -2 50 PM

**SURFACE TRANSPORTATION BOARD**

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December 2, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of November 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement Rider No. 3 previously filed with the Board under Recordation Number 24960-C.

The names and addresses of the parties to the enclosed document are:

**Seller/ Assignor:** Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

**Buyer/ Assignee:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, Illinois 62062

**[Lessee:** ECDC Environmental, L.C.  
970 E Murray - Holladay, Suite 1-B  
Salt Lake City, Utah 84117]

Chief, Section of Administration  
December 2, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 flatcars: formerly AWXX 20657 - AWXX 20706, remarked as GBRX 20657 - GBRX 20706.

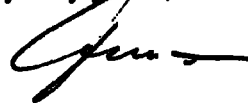
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bhs  
Enclosures

DEC 02 '10 -2 50 PM

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of November 30, 2010 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to ECDC Environmental LC, as lessee (the "Lessee"), fifty (50) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider No. 3 dated as of October 15, 2004 to Equipment Lease dated as of March 17, 2004, by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

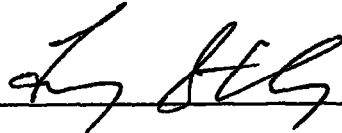
B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

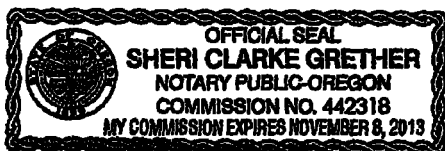
GREENBRIER LEASING COMPANY LLC,  
as Assignor

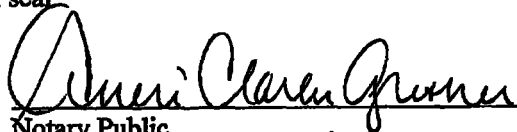
By: 

STATE OF OREGON                    )  
  ) SS: .  
COUNTY OF CLACKAMAS         )

On this 21 day of November, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal.



  
Notary Public  
My commission expires: November 8, 2013

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION  
("Assignee")

By:  (SEAL)

Name: Richard M. Folio

Title: Executive Vice President

STATE OF MARYLAND     )  
                                      ) SS:  
CITY OF BALTIMORE     )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 22nd day of November, 2010 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

HENRYKA W. GRYC-CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2015 7/8/14

### **DESCRIPTION OF RAILCARS**

**Fifty (50) 89-foot, 70-ton, Plate F standard level flatcars converted to 110-ton, 286,000 lb. Gross Rail Load, suitable for loading four 20-foot containers, built in 1974 and 1975 by one or more manufacturers including Bethlehem, and bearing the following reporting marks and numbers:**

**Originally identified as bearing reporting marks and numbers AWXX 20657 through AWXX 20706, but currently bearing reporting marks and numbers GBRX 20657 – GBRX 20706, inclusive**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/2/10



\_\_\_\_\_  
Robert W. Alvord